

PORT WASHINGTON CHAMBER OF COMMERCE, INC.

BYLAWS

ARTICLE I - NAME

Sec. 1. This organization is incorporated under the laws of the State of New York and shall be known as the Port Washington Chamber of Commerce, Inc., and its principal office shall be located in Port Washington, Nassau County, New York.

ARTICLE II – PURPOSE

Sec. 1. The Port Washington Chamber of Commerce, Inc. is organized for the purpose of advancing the commercial, industrial, civic and general interests of Port Washington, Nassau County, New York, in particular and the surrounding territory in general.

ARTICLE III - LIMITATION OF METHODS

Sec. 1. The Port Washington Chamber of Commerce, Inc. in its activities shall be nonpartisan, non-sectional, and non-sectarian.

Sec. 2. The Port Washington Chamber of Commerce, Inc. and the Officers and/or Directors of the Port Washington Chamber of Commerce, Inc., in their capacity as Officers and/or Directors, shall take no part in nor lend support to the election or appointment of any candidate for any municipal office.

Sec. 3. The Port Washington Chamber of Commerce shall not engage in any undertaking for profit.

ARTICLE IV – MEMBERSHIP

Sec. 1. Any person, firm, association, partnership or corporation interested in the general welfare of Port Washington and the area surrounding Port Washington shall be eligible for membership in the Port Washington Chamber of Commerce, Inc. Application for membership shall be made in writing to the Board of Directors on a membership agreement form approved by the Board, and this agreement shall be regarded as a guarantee on the part of the applicant of one's interest in and sympathy with the purposes of the Chamber, and of one's adherence, if elected, to its constitution and bylaws, rules and regulations. Such application shall be accompanied by at least six months dues in advance. Election to membership shall require a majority vote of the members of the Board of Directors eligible to vote at a meeting.

Sec. 2. Honorary members may be elected by the Board of Directors. Such honorary members shall hold this position at the will of the Board and shall be without voting power.

Sec. 3. Any member may withdraw from the Port Washington Chamber of Commerce, Inc. after fulfilling all obligations to date and by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors at its first meeting after receipt of such notice.

Sec. 4. Any member of the Port Washington Chamber of Commerce, Inc. may be expelled by the Port Washington Chamber of Commerce, Inc. by a majority vote of the members of the Board of Directors eligible to vote at any regular or special meeting of the Board of Directors for nonpayment of dues or, after notice of a hearing, for conduct unbecoming a member. Notice of such hearing shall be given to the member and an opportunity afforded him to be heard on his own behalf. Notice of hearing shall be given to the member who may be expelled and to all members of the Board of Directors at least fifteen (15) days before the date of the hearing by mail and shall designate the time and place where the Board of Directors will meet and the matter to be discussed at the meeting.

Sec. 5. In the event of the death of an individual member or of the dissolution or bankruptcy of a business member, membership shall immediately cease.

Sec. 6. Each professional and business firm or business entity described herein which is a member of the Port Washington Chamber of Commerce, Inc. shall designate one person who shall exercise all membership privileges, including, but not limited to, the right to vote, receipt of official notices, memoranda, bulletins, and eligibility to be elected to the Board of Directors. However, in the event of absence or illness, such person may designate, in writing to the President of the Port Washington Chamber of Commerce, Inc. another member of such firm or business entity to exercise such privileges instead. Nothing, however, in these provisions shall be construed as denying or preventing any person from serving on any Chamber committee or in any way assisting the Chamber to achieve its objectives, projects and programs within the principles and rules of these bylaws and such policies as may be established by the Board of Directors.

Sec. 7. If any member shall fail to pay his dues within thirty (30) days after date of maturity, written notice thereof, by regular mail, shall be given to such member by the Treasurer. If, at the end of ninety (90) days after maturity the member still remains delinquent, such membership shall be referred to the next Board of Directors meeting for its decision.

ARTICLE V – DUES

Sec. 1. Dues shall be fixed by the Board of Directors at the regularly scheduled or special meeting of the Board prior to November 1 and shall be for the next and succeeding calendar years.

Sec. 2. Dues shall be for the full calendar year except in the case of new members where such membership begins after June 30 but before December 31 of the then current year. Dues for new members where such membership begins after June 30 but before December 31 shall be prorated for that year only to the extent of fifty percent (50%) of normal.

ARTICLE VI MEETINGS

Sec. 1. There shall be an annual meeting of all members of the Port Washington Chamber of Commerce, Inc. in May each year on a date fixed by the Board of Directors for the election of new directors and for receiving the annual reports of the officers, directors and committees, and for the transaction of other business.

Sec. 2. Notice of such annual meeting, signed by the Secretary, shall be mailed to the last recorded address of each member not less than ten (10) days nor more than forty (40) days before the time appointed for the meeting. All notices of meetings shall set forth the place, time, date and purpose of the meeting.

Sec. 3. Special meetings for all members may be called by the President or by the Board of Directors on its own motion, and the President shall call a special meeting upon the written request of twenty-five (25) members in good standing of the Chamber, to consider a specific subject. Notice of any special meeting shall be given in writing and by regular mail at least five (5) days but not more than twenty (20) days before the meeting and no business other than that specified in the notice of the meeting shall be transacted at such meeting.

Sec. 4. A quorum shall constitute the presence in person or by proxy of not less than 15 members at any meeting, but a lesser number may adjourn to some future time not less than ten (10) nor more than twenty (20) days later, and the Secretary shall thereupon mail notice of adjournment at least five (5) days before the adjourned meeting to each member whether said member was in attendance or absent from the meeting so adjourned.

Sec. 5. The designated member of a firm who shall exercise all membership privileges for member firm may represent said firm at any meeting of the Port Washington Chamber of Commerce, Inc., however, each member firm shall be entitled to only one vote for each membership.

ARTICLE VII - ORDER OF BUSINESS

Sec. 1. The order of business shall be as follows at all meetings of the Port Washington Chamber of Commerce, Inc. or for the Board of Directors:

1. Roll Call until a quorum is determined.
2. Proof notice of the meeting.
3. Reading of the minutes.
4. Receiving all communications.
5. Election of new members and new officers.
6. Reports of officers.
7. Reports of committees.
8. Unfinished business.
9. New business.

Sec. 2. This order of business may be altered or suspended by a majority of the members present at a meeting to the Port Washington Chamber of Commerce, Inc., or a majority of the directors present at a meeting to the Board of Directors.

ARTICLE VIII - DIRECTORS

Sec. 1. The government of the Port Washington Chamber of Commerce, Inc., the general direction of its work and the control of its property shall be vested in the Board of Directors consisting of not less than fifteen (15) nor more than twenty-five (25) members. The authorized number of Directors shall be established by the Board of Directors at a meeting of the Board of Directors by a majority vote of the Directors present and such authorized number shall become effective at the next meeting of the Board of Directors.

Sec. 2. The Board of Directors shall have the power to hold meetings at such times and places as they may think proper; to admit members and suspend them by ballot; to appoint committees on particular subjects for which no other committees have been appointed; to dispense the funds of the Port Washington Chamber of Commerce, Inc.; to employ agents and to advise and carry into execution such other measures as they may deem proper and expedient to promote the purpose of the Port Washington Chamber of Commerce, Inc.; and, to protect the business interest and welfare of the Port Washington community and the members of the Port Washington Chamber of Commerce, Inc.

Sec. 3. A regular meeting of the Board of Directors shall be scheduled at least monthly on a day selected by it and notice of such meeting shall be mailed to the last recorded address of each director at least five (5) days before the time appointed for the meeting, such notice to include at least the date, time and place of such meeting. The President may, when deemed necessary, issue a call for a special meeting of the Board of Directors, however, notice of such a meeting shall be mailed to each director at least five (5) days before the time appointed for the

meeting, such notice to include at least the purpose, date, time and place of such meeting.

Sec. 4. One-third of the members of the Board of Directors, as determined under Article VII (Sec. 1), shall constitute a quorum for the transaction of business. In the absence of the President and either Vice President, the quorum present may choose a chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date not more than ten (10) days later. Notice of such meeting shall be mailed to each director at least five (5) days before the time appointed for the meeting, such notice to include at least the date, time and place of such meeting.

Sec. 5. Any member of the Board of Directors may resign as a member of the Board by written notice to the President of the Board of Directors and such resignation shall become effective not later than the Board of Directors' meeting next following presentation of the resignation to the Board by the President.

Sec. 6. Any member of the Board of Directors may be removed from the Board of Directors, however it shall be required that at least a two-thirds majority of the members present at each of two successive meetings of the Board of Directors vote in favor of removal of the Board Member. Following a two-thirds majority vote in favor of removal at the first meeting the Secretary shall notify the entire Board by regular mail and the affected Board member by certified mail of the action of the Board and the date, time and place of the next Board of Directors' meeting at which time a second vote is scheduled.

Sec. 7. Whenever any vacancy shall occur on the Board of Directors by death, resignation or otherwise, the same may be filled at a successive meeting of the Board of Directors by a majority vote of the remaining members of the Board present. A member so chosen shall hold the office until a successor shall have been chosen at the next annual meeting.

Sec. 8. The presiding office of the Board of Directors shall be the President. However, in the absence of the President the First Vice-President shall preside. In the absence of the President and the First Vice President, the Second Vice President shall preside. In the absence of the President, First Vice President and Second Vice President, the Third Vice President shall preside. In the absence of the President, First Vice President, Second Vice President and Third Vice President, the quorum present may choose a chairperson for the meeting.

ARTICLE IX - OFFICERS

Sec. 1. The officers of the Port Washington Chamber of Commerce, Inc. shall consist of a President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer.

Sec. 2. At the next meeting following the annual meeting the Board of Directors shall elect all officers for a term of one (1) year or until their respective successors are elected. The President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer shall be elected from the Board of Directors by a majority vote of the Board of Directors present at the meeting. The one (1) year term of the newly elected officers shall begin on the first day of July in the year they were elected. The officers may employ such employees as they may deem necessary to carry on the work of the Port Washington Chamber of Commerce, Inc.

Sec. 3. The President shall preside at all meetings of the Port Washington Chamber of Commerce, Inc. and of the Executive Committee and perform all duties incident to the office of President. The President shall have general supervision of the business and affairs of the Chamber and shall, subject to the approval of the Board of Directors, appoint all committees of the Port Washington Chamber of Commerce, Inc. and shall be an ex-officio member of all committees. The President shall direct the activities of all such committees and shall be responsible for the achievement of Chamber goals and programs through the committee structure, within policies determined by the Board of Directors. The President shall, at the annual meeting of the Chamber and at such times as the President may deem proper, command to the membership or to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and usefulness of the Chamber. The President shall be the official spokesperson of the Chamber and shall represent the Chamber at all public functions deemed proper by the President.

Sec. 4. The First, Second or Third Vice President, in the order named, shall act in the absence or disability of the President or of a Vice President. The Vice President shall perform such functions as may be assigned by the President.

Sec. 5. The Secretary shall be responsible for the taking and keeping of the minutes of the Board of Directors and the Port Washington Chamber of Commerce, Inc. meeting. Such minutes shall be kept in the office of the Port Washington Chamber of Commerce, Inc. The Secretary shall cause notices of all Board of Directors and membership meetings to be sent as required by the constitution and bylaws and shall perform such other duties as may be prescribed by the constitution and bylaws or by the President. The Secretary shall arrange for a policy of continuous coverage of public liability insurance in an amount to be determined by the Board of Directors.

Sec. 6. The Treasurer shall be the custodian of all funds of the Port Washington Chamber of Commerce, Inc. and, under the direction of the Board of Directors, shall deposit, invest and disburse same. The Treasurer shall not pay out any of the funds of the Port Washington Chamber of Commerce, Inc. unless such expenditures have been authorized by the Board of Directors either in an approved budget or by such authorization as these bylaws of the Board of

Directors shall specify. All funds of the Port Washington Chamber of Commerce, Inc. shall be disbursed on invoices or vouchers, each one of which are to be approved by a committee chairperson, and checks are to be signed jointly by any two (2) of the Officers. The Treasurer shall be responsible for regular accounts of the financial concerns of the Chamber being kept and of rendering a statement thereof at each regular meeting of the Board of Directors. The Treasurer shall be responsible for reporting to the Port Washington Chamber of Commerce, Inc. membership annually or more often if required. The Treasurer shall be chairperson of the Budget and Finance Committee of the Chamber. The funds, books, vouchers and securities of the Port Washington Chamber of Commerce, Inc., for which the Treasurer is responsible, shall, at all times, be kept in a place approved by the Board of Directors and shall be subject to their inspection and control.

Sec. 7. When a Manager of the Chamber is employed, it shall be that employee's duty to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts and maintain an accurate record of the proceedings of the Port Washington Chamber of Commerce, Inc., the Board of Directors and all committees. The Manager may be called upon to assist any and all officers in the performance of their duties. The Manager shall at all times be subject to the supervision of the President and shall perform such duties as may be determined by the President. The Manager shall maintain general supervision over all the work of the Chamber and its employees. The Manager shall appoint employees and assign them duties subject to prior authorization by the President and final confirmation by the Board of Directors and shall be responsible to the Board of Directors for the proper conduct of all departments and the work of the persons employed by the Chamber. The Manager shall manage the affairs of the Port Washington Chamber of Commerce, Inc. in general so as to promote the purpose and objectives for which the Chamber was organized. The position of Manager and of such other employees as may handle money shall be bonded in the amounts approved by the Board of Directors and the fee or fees for same shall be paid by the Port Washington Chamber of Commerce, Inc.

Sec. 8. All vacancies in any office shall be filled by the Board of Directors from among its members without undue delay at its regular meeting or at a meeting specifically called for that purpose.

ARTICLE X - COMMITTEES

Sec. 1. There shall be elected annually by the Board of Directors one (1) member thereof who, with the President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer, shall constitute an Executive Committee. The Executive Committee shall act on behalf of the Chamber in any matter when the Board of Directors is not in session, report to the Board for its ratification of their action at each regular or special meeting called

for the purpose. The Executive Committee may refer matters brought before it to a properly authorized committee or to the Board. The primary function of this Committee shall be to advise the President in planning, expediting and coordinating the work of the Chamber's committees, in advising and assisting committee chairpeople and in solving such operational problems as may arise. The Executive Committee shall hold meetings on the call of the President upon such notice as shall be reasonable. This Committee may recommend policies to the Board of Directors but shall have no authority to approve such policies. This Committee shall review the annual budget prepared at its request by the Budget and Finance Committee before it is submitted to the Board of Directors for final approval. It shall also be responsible for preparing the annual report for submission to the Board for approval. Three members shall constitute a quorum for the transaction of business and meetings may be called by the chairperson or by the two members constituting the quorum. The Executive Committee shall have the Treasurer's accounts audited at least once each year by an accountant and report thereon to the Board of Directors.

Sec. 2. At the first meeting of the Board of Directors after their election, or as soon thereafter as is practicable, the President shall, subject to the approval of the Board, appoint the following standing committees, to consist of as many members as may seem advisable.

Executive Committee
Budget and Finance Committee
Membership Committee

Sec. 3. The President may at any time appoint other committees for which there are no standing committees for the Chamber.

Sec. 4. A majority of any committee shall constitute a quorum for the transaction of business unless any committee shall, by a majority vote for its entire membership, decide otherwise.

Sec. 5. The President shall fill a vacancy in any committee.

Sec. 6. Authorization: The Board of Directors shall authorize and approve the powers and duties of all committees except those committees whose functions are set forth in these bylaws.

Sec. 7. Appointment: The President shall appoint all committees and name the chairperson and vice chairperson of each. Each member of every such committee shall serve at the pleasure of the President.

Sec. 8. Term of Appointment: Committee appointments shall be for a period not to exceed the term of the appointing President.

Sec. 9. Functions: It shall be the function of the committee to make

investigations, conduct hearings, make recommendations, and to carry on such activities as may be delegated to them by the Board or the bylaws. They shall examine into and report on such subjects as may be referred to them by the Board, and as they may deem proper for its consideration. They shall report to the Board in writing on all matters as the Board may designate. No committee shall have the power to commit the Chamber on any matter of general policy or to any expenditures without prior approval of the Board of Directors unless specified in these bylaws. All resolutions adopted by the committees and all reports and other communications which purport to reflect the attitude of the Chamber shall first be approved by the Board of Directors before being made available either to the membership of the Chamber or to the public, except such resolutions, reports and other communications as shall be approved or authorized in advance by the Board of Directors or by a referendum of a majority of the Board in those situations where expeditious action is required.

Sec. 10. Responsibilities of Committee Chairperson: It shall be the responsibility of each chairperson of a committee to confer with the President or the members of his or her committee; to obtain their agreement to serve; to ascertain the most convenient day, time and place of meeting; to explain the purpose and functions of his or her committee to its members; to obtain their suggestions for the furtherance of the work of the committee and their majority agreement on committee goals, methods and schedules; and to provide such leadership to his or her committee as will enable it to become a working team capable of furthering the purposes for which the committee was formed and of achieving the objectives of the Chamber of Commerce. The chairperson shall also be responsible for coordinating the activities of the committee with those related committees of the Chamber and of assuring that the actions of his or her committee are governed by provisions of these bylaws. The chairperson shall arrange for proper records of the meetings of his or her committee and of reports of its work and its recommendations to be prepared for the Board of Directors. The chairperson shall personally report the activities of his or her committee to the Executive Committee of the Board of Directors at their request; and if specifically authorized and instructed to do so, to present such reports and recommendations as may have been approved by his or her committee, the Executive Committee and the Board of Directors to appropriate bodies for their consideration.

Sec. 11 Discharge of Committees: In the event any committee completes the work for which it was appointed or fails to discharge the duties assigned to it with reasonable promptness, such committee may be discharged by the President, who shall report the action thereon to the Board of Directors, and thereupon, if appropriate, appoint a new committee.

Sec. 12. Committee Members: Committees shall consist of not less than three or more than fifteen members, unless the Board shall provide for a lesser or larger membership of any committee. Committee members shall, as much as

possible, be drawn from the membership to provide trained directors and officers for the future.

Sec. 13. Budget and Finance Committee: The Budget and Finance Committee shall be composed of three (3) members of the Board of Directors of which one shall be the Treasurer, who shall serve as Chairperson. Its duties shall be to receive and consider, at the beginning of the fiscal year, estimates of expenditures and income for the ensuing year as prepared and filed with it by the officers and committees of the Chamber; to submit to the Board of Directors with the concurrence of the Executive Committee, its recommendations for a budget apportioning the funds of the Chamber for such periods as the Board may direct, which recommendations may be approved, amended or rejected by the Board. The committee shall cause the books and accounts of the Chamber to be examined and audited not less frequently than annually by a certified public accountant acceptable to the Board and shall report the findings to the Board and to the Chamber at its annual meeting.

* Sec. 14. Limitation on Expenditures: The Chamber shall not purchase any tickets, chances, advertising or make any contributions to further the cause of any organization, charity, business, corporation, church or individual.

ARTICLE XI – ELECTIONS

Sec. 1. At each annual meeting held after the adoption of these bylaws there shall be an election on a written ballot for the number of Directors, as determined by the Board of Directors, as authorized in Article VII, Sec.1.

Sec. 2. During the month of March in each year the Board of Directors shall appoint a Nominating Committee of at least three (3) members of the Chamber of Commerce in good standing, whose duty it shall be to nominate any candidate for director, to be elected at the next annual election. They shall notify the Secretary in writing at least forty (40) days before the date of the annual meeting of the names of such candidates and the Secretary shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of election. Additional nominations may be made by any member or members in good standing upon presentation of a petition signed by at least five (5) members in good standing , such petitions to be in the hands of the Secretary at least fifteen (15) days before the election.

Sec. 3. Two inspectors of election shall be chosen by the Board of Directors at the first annual meeting and at each subsequent annual meeting and it shall be their duty to act as inspectors of election at all meetings until the next annual meeting.

Sec. 4. Every member of the Chamber entitled to vote at any meeting

thereof may vote by proxy. The proxy shall be in writing and revocable at the pleasure of the member executing the same and unless the duration of the proxy is specified, it shall be invalid immediately after the purpose for which it was issued has been accomplished.

ARTICLE XII - SEAL

Sec. 1. The seal of the Chamber shall be shown in the following imprint:

ARTICLE XIII - LIABILITY

** Sec. 1. The private property of the members of the Port Washington Chamber of Commerce, Inc., shall be wholly exempt from any liability resulting from his or her activities with the Port Washington Chamber of Commerce.

ARTICLE XIV - AMENDMENTS

Sec. 1. These bylaws may be amended, repealed or altered in whole or in part by a majority vote of those present or by proxy at any duly organized meeting of the Chamber, providing the proposed change is submitted by mail to the last recorded address of each member at least ten (10) days before the time of the meeting which is to consider the change.

PORT WASHINGTON
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PORT WASHINGTON CHAMBER OF COMMERCE

* AMENDMENT TO BYLAWS
PASSED AT ANNUAL MEETING ON MAY 13, 2014

Article X, Section 14 of the bylaws is revoked.

** AMENDMENT TO BYLAWS
PASSED AT ANNUAL MEETING ON MAY 11, 1993

Article XIII of the Bylaws of the Port Washington Chamber of Commerce is amended as follows:

Section 2 (new). If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then to the full extent permitted by law, the corporation, upon affirmative vote of the board of directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

- (a) Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and
- (b) Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (a) of this paragraph.